

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

BLUE HILLS OFFICE PARK LLC,

Plaintiff, Defendant-in-Counterclaim.

v.

Civil Action No. 05-CV-10506 (WGY)

J.P. MORGAN CHASE BANK, as Trustee for the
Registered Holders of Credit Suisse First Boston
Mortgage Securities Corp., Commercial Mortgage
Pass-Through Certificates, Series 1999-C1,

and

CSFB 1999-C1 ROYALL STREET, LLC;

Defendants, Plaintiffs-in-Counterclaim,

v.

WILLIAM LANGELIER and GERALD
FINEBERG,

Defendants-in-Counterclaim.

**THIRD AFFIDAVIT OF BRUCE S. BARNETT IN SUPPORT OF DEFENDANTS' AND
PLAINTIFFS-IN-COUNTERCLAIM'S MOTIONS FOR SUMMARY JUDGMENT**

I, Bruce S. Barnett, depose and say as follows:

1. I am counsel to defendants/plaintiffs-in-counterclaim in this action. I have personal knowledge of the matters set forth herein.
2. Attached hereto as Exhibit A is a true and correct copy of a letter from Gilbert Stone of Fineberg Management, Inc. to Gail Engelstad of Wells Fargo Bank dated April 23, 2002, which was produced by the Blue Hills Parties in this litigation.

3. Attached hereto as Exhibit B is a true and correct copy of a Banknorth Massachusetts Transfer History dated October 17, 2002, which was produced by the Blue Hills Parties in this litigation.

4. Attached hereto as Exhibit C is a true and correct copy of a letter from Mr. Stone to Donna Loo of Wells Fargo Bank dated June 17, 2002, which was produced by the Blue Hills Parties in this litigation.

5. Attached hereto as Exhibit D is a true and correct copy of a letter from Gilbert Stone to Betsy Raymond at BankNorth, MA dated July 24, 2002 which was produced by the Blue Hills Parties in this litigation.

6. Attached hereto as Exhibit E is a true and correct copy of a email messages between D. Erwin & Associates, LLC (purchasers of the Workstations) and Blue Hills dated August and October 2004 which were produced by the Blue Hills Parties in this litigation.

Signed under the pains and penalties of perjury this 12th day of June, 2006.

s/ Bruce S. Barnett
Bruce S. Barnett

**THIRD BARNETT
AFFIDAVIT
EXHIBIT A**

fineberg management, inc.

April 23, 2002

Wells Fargo Bank
Attn: Gail Engelstad
1320 Willow Pass Road
P.O. Box 4036
Concord, Ca 94524

Dear Ms Engelstad:

Please accept this as your authorization to move the \$140,554.99 deposited in
the Lock Box account to the Real Estate Tax Escrow account for Loan
76-0990083.

Any questions, don't hesitate to call.

Sincerely,

Gilbert W. Stone
Director of Accounting

one washington street, suite 400, wellesley, ma 02481 tel (781) 239-1480 fax (781) 239-1493

Blue Hill
5256

**THIRD BARNETT
AFFIDAVIT
EXHIBIT B**

Banknorth Massachusetts

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Transfer History

Account Number: 0870045770

Account Type: Checking

From Account	To Account	Create Date	Due Date	Amount	Created By	Status
0870045770 Checking	0870045796 Checking	10/17/2002	10/17/2002	\$150087.58	511gys	Succeeded



10/18 - Left Message
10/21 - Talked to Terrie
Status may receive
10/18/02

Blue Hill
5223<https://ecashmanager.banknorth.com/ma/gtxTransferHistory.asp>

10/17/02

**THIRD BARNETT
AFFIDAVIT
EXHIBIT C**

fineberg management, inc.

June 17, 2002

Wells Fargo Bank
Attn: Donna Loo
1320 Willow Pass Road
P.O. Box 4036
Concord, Ca 94524

Dear Ms Loo :

Due to the sale of Metrowest Bank to Banknorth Massachusetts, please, start using

ABA number 211370545 to transfer excess funds for Blue Hills Office Park, LLC

Loan number 76-0990083.

The bank account number, 870045770, remains the same.

Please, find attached the letter from Banknorth explaining the change.

Any questions, don't hesitate to call.

Sincerely,



Gilbert W. Stone
Director of Accounting

one washington street, suite 400, wellesley, ma 02481 tel (781) 239-1480 fax (781) 239-1493

Blue Hill
5243

**THIRD BARNETT
AFFIDAVIT
EXHIBIT D**

fineberg management, inc.

July 24, 2002

Ms Betsy Raymond
BankNorth, MA
15 Park Street
P.O. Box 9111
Framingham, MA 01701-9111

Dear Betsy:

Please accept this as your authorization to transfer \$150,087.59 from
the Blue Hills Office Park - Lockbox Account # 870045796 to the
following bank with instructions:

Wells Fargo Bank, ABA #121-000-248
200 B Street , Santa Rosa, CA

Credit to: Wells Fargo Commercial Mortgage Servicing
Account # 4535-078117

Reference: For further credit to WFCMS loan # 76-0990083
Property tax escrow shortage
Attn: Brent Lloyd

If you have any questions don't hesitate to call. Thanking you in advance.

Sincerely,



Gilbert W. Stone
Director of Accounting

*Talbot to Bunt at
12:45 7/25 note
received*

*Mony received in
name acct Bunt
to Mon 4:40 7/25/02*

one washington street, suite 400, wellesley, ma 02481 tel (781) 239-1480 fax (781) 239-1493

Blue Hill
5237

**THIRD BARNETT
AFFIDAVIT
EXHIBIT E**

Dan Frank

From: Dot Erwin [dot@fogmn.com]
Sent: Wednesday, August 04, 2004 12:00 PM
To: Dan Frank
Cc: Larry Needle
Subject: EquiServ furniture

Dear Dan and Larry,
As discussed, I am forwarding a revised proposal to you for the workstations located at the former EquiServ space in the Blue Hills complex.

Please accept our offer for \$100. per station, "as is, where is", based on approximately 1,000 stations. We understand this product needs to be removed within a short time frame. (End of August, mid Sept??)

Our offer is based on being able to use non-union workers with a straight-time schedule.

Should this offer be acceptable to you, we would forward our contract covering items such as payment and removal of the Haworth workstations.

Our company has been involved with the Haworth line of furniture since the mid-eighties. We have been liquidating and refurbishing since 1987 and are considered by Haworth Corporate as well as other commercial systems furniture liquidators to be the leader in previously owned Haworth product. We are also a member in good standing of the Office Furniture Recyclers Organization. Please let us know if you'd care for references from customers and peer group members.

Thank you for the consideration of our offer.

Dorothy "Dot" Erwin
D Erwin & Associates, LLC (FOG)
"The Queens of Used Haworth"
2715 Casco Point Road
Wayzata, MN 55391
952-471-0363 Ext 1 (phone)
952-471-9367 (fax)
612-963-1802 (cell)

2/15/2006

Blue Hill
4759

Dan Frank

From: Dot Erwin [dot@fogmn.com]
Sent: Tuesday, August 10, 2004 11:04 AM
To: Dan Frank
Cc: Larry Needle; Robert Donahue
Subject: Bldg access

Hello again, Gentlemen,
Sure would like a couple of my 'true-tried-tested' fellows to get access to the EquiServe bldg. today to take a station count and begin the inventory process. I know we're on a tight time schedule, so I'd like to get you a contract today with time-line and money. Let the process begin!!! Can we get in??? Who do we need to get ahold of to get us access???? Thanks D.

Dorothy "Dot" Erwin
D Erwin & Associates, LLC (FOG)
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2/15/2006

Blue Hill
4760

Dan Frank

From: Dot Erwin [dot@fogmn.com]
Sent: Thursday, August 12, 2004 9:57 AM
To: Dan Frank
Cc: Larry Needle
Subject: EquiServe

Gentlemen,

With this memo I am faxing over two other items: 1.) the requests I had emailed you this week to provide for me the name and address of your company along with 2.) an example of our standard purchase agreement.

It disturbs me greatly that you are NOW entertaining other bids. We have proceeded with your project as previously discussed. We knew we needed an actual count of the workstations since we were offering you a "per workstation" price. We also knew we needed to go forward with this project in terms of labor to dismantle since we have a VERY tight time-line. I've kept up with our end. I've sent labor to your job site just as soon as I could free-up labor hours. (We do work on other projects and without a great deal of notice, we were fitting labor hours in as we could.)

We also began our marketing endeavors so it is no surprise to us that you've been receiving phone calls. Most of the folks that gave you bids have come to me as well as Randy Greenberg, whom you sent to us.

I know you've mentioned our industry has quite a few 'shady' characters. I understand that. At the end of the day, all we have is our word. I'd like to think that it's integrity that separates us from the 'shady' characters.

Please inform me of my next move.

Dorothy "Dot" Erwin
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2/15/2006

Blue Hill
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Dan Frank

From: Dot Erwin [dot@fogmn.com]
Sent: Friday, August 20, 2004 11:22 AM
To: Dan Frank
Cc: Larry Needle
Subject: Contract

Hi,
Just a note to let you know, I sent the contract back to you, Larry yesterday afternoon and resent it again this morning after receiving Dan's call. I have the check ready to overnite....just waiting for your signature. Would VERY MUCH like to get into the bldg. on Monday sometime. We NEED to complete the inventorying of the product and begin the dismantling. Can we do this???
Pls. advise. Thanks so much. D.

Dorothy "Dot" Erwin
D Erwin & Associates, LLC (FOG)
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2/15/2006

Blue Hill
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Dan Frank

From: Dot Erwin [dot@fogmn.com]
Sent: Tuesday, October 12, 2004 4:31 PM
To: Dan Frank
Cc: Larry Needle
Subject: Remainder of product

Hello Gentlemen,
I understand from Linda that trucks did not arrive on her final day and there are still items left in the bldg. I'm gathering this bldg. may be turned over already. Any chance you can give me the name of the new contact person to see if they would like us to complete our removal?? Pls. advise. Thanks. Dot

Dorothy "Dot" Erwin
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2/15/2006

Blue Hill
4763

Dan Frank

From: Dot Erwin [dot@fogmn.com]
Sent: Tuesday, October 19, 2004 5:09 PM
To: Dan Frank
Subject: EquiServe-150 Royal

Hi Dan,
Any chance you can share with me the name of the person/banker that's in charge of the bldg. at 150 Royal?? I'd just like to let him/her know that we can still clean out the bldg. instead of having them dumpster the remaining furniture. Thanks much. Dot

Dorothy "Dot" Erwin
D Erwin & Associates, LLC (FOG)
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2/15/2006

Blue Hill
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